

IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT  
IN AND FOR LEE COUNTY, FLORIDA

SAVE OUR CREEKS, INC., a not for profit Florida  
corporation,

Plaintiff,

vs.

CASE NO. \_\_\_\_\_

HAPPEHATCHEE CENTER, INC., a not for profit  
Florida corporation,

Defendant

/

**COMPLAINT FOR DECLARATORY RELIEF**

PLAINTIFF, SAVE OUR CREEKS, INC. ("SOC"), sues Defendant, HAPPEHATCHEE CENTER, INC., ("Happehatchee") and alleges:

1. This is an action for declaratory relief and alternative relief pursuant to Chapter 86 Florida Statutes.

2. Plaintiff SOC is a Florida not for profit corporation with a principal place of business in Bokeelia, Florida, whose mission is preservation of Florida's natural resources.

3. Defendant Happehatchee is a Florida not for profit corporation with a principal place of business in Estero, Florida, which owns real property in Lee County, Florida.

4. Defendant Happehatchee's mission is stated in its By-laws, and it is mainly a charitable organization established to operate an educational and environmental conference center on its above referenced real property. (Copy of Happehatchee By-laws attached as Exhibit 1)

5. Ellen Peterson is a significant non-party herein.

6. On July 20, 1998, Ellen Peterson transferred her individually owned, following described, real property located in Lee County, Florida to herself as trustee of her revocable trust.

Begin at a point 165 feet East of the Southwest (SW) corner of the Northeast (NE) quarter of the Northeast (NE) quarter of Section 33, Township 46 South, Range 25 East, Lee County, Florida, thence East 165 feet, thence North 1320 feet, thence West 165 feet, thence South 1320 feet to the POINT OF BEGINNING.

7. On or about December 5, 2006, Ellen Peterson assisted in the creation of Defendant Happehatchee.

8. Ellen Peterson was also deeply involved with Plaintiff SOC serving on its Board of Directors and as president from at least 2006 until her death in 2011.

9. After its creation in 2006, Happehatchee commenced operation of its center on property owned by Ellen Peterson as Trustee as described in Paragraph 6 above.

10. In or around September, 2011, Ellen Peterson amended her revocable trust devising the property used by the Happehatchee Center to the Defendant Happehatchee upon her demise.

11. Pursuant to her trust amendment, after Ellen Peterson's death in October of 2011, the successor trustee of the Ellen W. Peterson Revocable Trust Agreement deeded the above described property to Defendant Happehatchee by quit claim deed on December 22, 2011. (Copy of quit claim deed attached as Exhibit 2)

12. The quit claim deed contains a clause which is the subject matter of this action for declaratory relief:

“As long as the land and buildings are used for the purposes stated in the By-laws. If the land and buildings are not used for the purpose stated in the By-laws, then the property shall be sold and the proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell Jacobs may reside on the property as long as it is used or owned by Happehatchee Center, Inc., as stated above.”

13. The “purposes stated in the Bylaws” appear in Exhibit 1 at Article 3, Section 2.

14. Upon information and belief, Happehatchee Center may not have developed the property, or alternatively discontinued the use of the property as required under its By-laws and further sought to convey the property to a third party in violation of the By-laws, without involvement by SOC in or around 2017.

15. It is Plaintiff's position that at the point in time of the above referenced actions and non-actions by Happehatchee, the grant to Happehatchee ceased, and the provision in the quit claim deed required that the property be sold and the proceeds of sale given to Plaintiff SOC.

16. Plaintiff contends that the provision in the deed recited in paragraph 12 herein is a condition of ownership in the nature of a use restriction.

17. Plaintiff further contends that the restriction allows ownership and limits uses of the

land by Defendant Happehatchee only, and that Happehatchee cannot gift or sell the property to a third party.

18. Defendant contends that it has the ability to sell or gift the property on any terms it so chooses without any proceeds of the sale, if a sale, being paid to SOC.

19. Defendant's actions have placed Plaintiff in doubt as to the parties' respective rights and duties and Plaintiff therefore seeks a determination by this court under the terms of the quit claim deed.

WHEREFORE, Plaintiff respectfully requests the court determine the rights of the parties as follows:

a. That the provision of the deed in question is a restriction and a condition on the use of the property by Defendant Happehatchee; and

b. That Happehatchee has effectively ceased using the property for the purposes described in Happehatchee's By-laws and has attempted to convey the property to a third party in violation of the deed restriction; and

c. That Happehatchee's failure to continue to use the property as prescribed in the By-laws triggers the provision in the quit claim deed requiring a sale of the property with proceeds to Plaintiff or alternatively conveyance from Defendant to Plaintiff; and

d. That the court issue a mandatory injunction directing the sale of the property for fair market value, and distribution of the proceeds of sale to Plaintiff Save Our Creeks, Inc., or alternatively, conveyance of the property to Plaintiff, and;

e. That the court retain jurisdiction to enter such further relief as it may deem necessary and proper.

Respectfully submitted this \_\_\_\_\_ day of October, 2018.

McCLURE & LOBOZZO  
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By: /s/ James V. Lobozzo, Jr.  
JAMES V. LOBOZZO, JR.  
Florida Bar No.: 274178  
Attorney for Plaintiff

BY-LAWS OF HAPPEHATCHEE CENTER, INC., A NO

**ARTICLE ONE**

**NAME**

The name of this Corporation is Happehatchee Center, Inc.

**ARTICLE TWO**

**LOCATION OF PRINCIPAL OFFICE**

The principal office for the transaction of business of this Corporation is to be located at 8791 Corkscrew Road, Estero, Florida 33928 in Lee County, Florida.

**ARTICLE THREE**

**OBJECT AND PURPOSE**

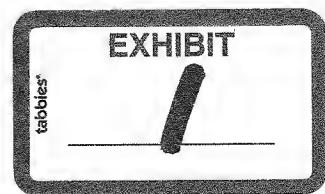
The objects and purposes for which this Corporation is formed are:

**Section 1: General Purposes**

Happehatchee Center, Inc. is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law or to organizations that contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law.

To exercise all of the powers enumerated in chapter 617, Florida statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States or any amendments or additions thereto.

The Corporation will not as a substantial part of its activities attempt to influence legislation and will not participate in or, intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) or by an organization, contributions to which are deductible under section 170(c)(2) or corresponding section of any future Federal Tax Code.



## Section 2: Specific Purposes

Specifically, the main focus of the Corporation will be to establish and operate an educational and environmental conference center at its principal office for achieving its charitable aims. These will include sponsoring or hosting activities such as, but not limited to the following:

- a) Meditation and healing groups
- b) Instructional groups (e.g., healing methods such as Reiki)
- c) Workshops and seminars (e.g., Native American sweat lodges, Gather the Women Groups, Magnificence of Circle Learning Groups through Circle Connections)
- d) Research (e.g., on environmental sustainability and healing methods)
- e) Leadership training (e.g., for educational institutions such as Florida International University and for professional audiences such as mental health professional)
- f) Educational and psychological counseling and training
- g) Activities for children (e.g., Montessori activities focused on nature, teaching awareness, sensitivity and knowledge)
- h) Other activities congruent with its purpose.

In addition, Happehatchee Center, Inc. plans cooperative involvements with organizations such as the Coalition of Immokalee Workers and other similar social justice activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

## ARTICLE FOUR

### DURATION OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall continue perpetually. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of all of its assets to one or more organizations then an exempt organization within the meaning of Section 501(c)(3) with the same purposes and intent to preserve the land located at 8791 Corkscrew Road, Estero, Florida. If this is not practicable, the land shall be distributed to Lee County 2020 Program or some like entity for a public purpose to be determined by the Circuit Court of Lee County, Florida.

## ARTICLE FIVE

### OFFICERS, BOARD OF DIRECTORS AND MANNER OF ELECTION

The Officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and other such Officers as may be provided for in the future. The powers, duties, terms of office and manner of election are as follows: The persons who are to serve as initial Officers are the same as the initial Board of Directors and are granted membership in the Corporation. The initial number of Officers and Directors of the Corporation is five (5). Only members of the Corporation will be its Directors and, upon being appointed a Director, will become a member. The powers, duties, terms of office and manner of election are as follows.

#### Section 1:

The affairs of the Corporation shall be managed by its Board of Directors .The Board of Directors shall select issues for study, consensus and action which are consistent with the purposes. There shall not be less than three (3) Directors, nor more than nine (9). The Directors shall be members of the Corporation. The Directors shall be persons over the age of eighteen (18) who are interested in furtherance of the purposes of this Corporation. Directors and their qualifications, powers, and duties, method of election, and terms of office are as follows:

Subject to the provisions of the laws of this state and to any limitations in the Articles of Incorporation and these By-Laws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Directors shall have the power to alter, amend, repeal, or adopt new By-Laws. Amendments to the Articles of Incorporation and/or these By-Laws may be proposed by any Director and approved by an 80% vote of the Board of Directors.

#### Section 2:

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and compensation, if any, of all Officers of the Board of Directors and any employees of the Corporation.
- c) Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly

- d) Meet at such times and places as prescribed by these By-Laws. Any Director missing more than two (2) consecutive Board of Directors meetings, after receiving notice by certified mail of having missed two (2) consecutive meetings, may be removed by a unanimous decision of all of the other Directors. A quorum for conducting business at any meeting shall be defined as more than half of the Directors in attendance (or present by written Proxy given to another Director). One meeting per year will be designated as the Annual Meeting.
- e) Register their names and addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof, except in the case of possible removal of a Director due to missing meetings, which require a notice of having missed two (2) or more meetings being delivered by certified mail at least seven (7) days prior to the next scheduled meeting in which removal will be considered.

#### **Section 3: Term of Office**

Each Director shall serve successive one-year terms which will be automatically renewable unless he/she resigns. A Director may be removed at any time by an 80% vote of the entire Board of Directors. A qualified new Director may be elected at the Annual Meeting by an 80% vote of the Board of Directors. Officers will be elected by a majority vote of the Board of Directors at the Annual Meeting. In the event of a vacancy, acting Officers may be appointed by the President to serve until the election at the next Annual Meeting, subject to a majority of the Board of Directors' of Directors of Directors approval at the next regular meeting.

#### **Section 4: Compensation**

Directors shall serve without compensation except that they may be reimbursed for expenses incurred in the performance of their duties. However, Directors involved in extensive administrative duties, as well as activities promoted by or held at the Center, may be paid reasonable compensation for work provided in such capacity. Policies regarding compensation will be written and updated by the Board of Directors as the Corporation grows.

#### **Section 5: Place of Meetings**

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### **Section 6: Regular Meetings**

Regular meetings of Directors shall be held at least four times a year on a date agreed to by a majority of the Board of Directors. If the Corporation makes no provision for members, then at a regular meeting held in September called the Annual Meeting, new Directors shall be elected by the Board of Directors. Voting shall be held by written ballot. Elections can occur at any Board of Directors meeting if there is a space available including meetings conducted over the Internet or VSC internet access.

#### **Section 7: Special Meetings**

Special Meetings of the Board of Directors may be called by the President, by any two Directors, or by any person authorized by the laws of this state to call Special Meetings. Such meetings shall be held at the principal office of the Corporation.

### Section 8: Notice

Unless otherwise provided by the Articles of Incorporation, these By-Laws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- a) Regular meeting dates, including the next Annual Meeting, may be established by the Board of Directors for the following year at the Annual Meeting. No notice need be given of any regular meeting of the Board of Directors.
- b) Special Meetings: At least one week prior notice must be given by the Secretary of the Corporation to each Director of each Special Meeting. Such notice may be oral or written, emailed or given personally, by first class mail, by phone, or fax and shall state the time and place, date and time and the matters proposed to be acted upon. In case of notice by fax, the Director shall acknowledge personal receipt of the fax by return message or phone within 24 hours of the first transmission.
- c) Electronic Meetings and Proxies: Directors may participate in meetings of the Board of Directors by means of a conference call at which all participating members can hear each other at all times and participation by such means shall constitute presence in person. A Director may give a written signed Proxy for another Director to vote on his or her behalf at a meeting of the Board of Directors. The Proxy will be good for only one meeting and may not be used for constituting a quorum or as a substitution for the expected attendance at meetings.
- d) Waiver of Notice. Whenever any notice of meeting is required, a waiver of notice in writing signed by the Director, whether before or after the meeting shall be the equivalent to the giving of such notice.

### Section 9: Quorum for Meetings

A majority of the members present shall constitute a quorum.

### Section 10:

Every act or decision made by a majority of the Directors present at a meeting duly held is the Act of the Board of Directors unless the Articles of Incorporation, the By-Laws or provisions of the law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

## **Section 11: Conduct of Meetings**

Roberts Rules of Order shall be the parliamentary authority for all matters not specifically covered by the By-Laws.

Meetings of the Board of Directors shall be presided over by the President or in his/her absence, the First Vice President.

## **Section 12: Vacancies**

Vacancies shall exist (1) on the death, resignation, or removal of any Director and (2) whenever the number of authorized Directors is increased. Any Director may resign by giving written notice to the President or Secretary unless the Board of Directors specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Attending less than two meetings in a year, unless specifically excused, is grounds for removal from office.

Unless otherwise prohibited by the Articles of Incorporation, these By-Laws or provision of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. A person elected to fill a vacancy shall hold office until the next election.

## **Section 13: Non-Liability of Directors**

The Directors shall not personally be liable for the debts, liabilities or other obligations of the Corporation.

## **Section 14: Indemnification by Corporation of Directors and Officers**

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

## **Section 15: Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-Laws or provisions of law.

## Section 16: Duties of Officers

### President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors supervise and control the affairs and the activities of the Corporation and the activities of the Officers. He/she shall perform all duties incident to the office and other such duties as may be required by law, by the Articles of Incorporation or these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically named as Chairperson by the Board of Directors, the President shall preside at all meetings and shall in the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors

### First Vice President

The First Vice President shall in the absence of the President, or in the event of her/his inability to act, perform all duties of the President, and when so acting shall hold all the powers and be subject to the restrictions on, the President. The First Vice President shall have other powers and perform other duties as may be prescribed by the Board of Directors.

### Second Vice President

The Second Vice President shall in the absence of the First Vice President, or in the event of her/his inability to act, perform all duties of the First Vice President, and when so acting shall hold all the powers and be subject to the restrictions on, the First Vice President. The Second Vice President shall have other powers and perform other duties as may be prescribed by the Board of Directors.

**Secretary**      The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original or, a copy of these By-Laws as amended or otherwise altered to date.
- b) Keep at the principle office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and if applicable of meetings of committees or members, recording therein the time, date, and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are given in accordance with provisions of these By-Laws or as required by law.
- d) Be custodian of the records and the seal of the Corporation and affix the seal as authorized by law or these By-Laws to duly executed documents of the Corporation.
- e) If membership is authorized by the Board of Directors, keep at the principle office a membership book containing the name and address of each member and in the case share
- f) The membership has been terminated, he/she shall record such fact and the date of termination.

- g) Exhibit at all reasonable times to any Director, or to his or her agent or attorney on request, the By-Laws, the membership book and the minutes of the meetings of the Directors of the Corporation.
- h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or by these By-Laws or which may be assigned to her/him.

#### **Treasurer**

The Treasurer shall:

- a) Be responsible for ensuring the financial reports are brought to Board of Directors meetings, that the records are up-to-date and that no problem areas are indicated.
- b) Periodically check that all financial records of the agency are in order.
- c) Be signatory on all accounts.
- d) Keep and maintain adequate and correct accounts of all the properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, his agent or attorney on request thereof.
- f) Render to the President and Directors, whenever requested an account of transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare, or cause to be prepared and certify, or cause to be certified the financial statements to be included in any required reports
- h) In general, perform all duties as may be required by law, by the Articles, or these By-Laws, or which may be assigned from time to time by the Board of Directors.

## ARTICLE SIX

### OFFICERS

The Officers of the Corporation are:

Ellen W. Peterson, President	8791 Corkscrew Road Estero, FL 33928 239 992 5455
Genelle Grant, 1st Vice President	6640 Bright Road North Fort Myers, Fl 33917 239 731 7726
Ann Smith, 2 <sup>nd</sup> VicePresident	14524 Sterling Oaks Naples FL 34110 239 596 2881
Ruth King-Fotovat, Secretary	13253 Greywood Circle Ft .Myers. FL 33966 239 561 7442
Bobbie Lee Gruninger	8870 Springwood Court Bonita Springs, FL 34135 239 495 5891
Caroline Ravelo	9200 Highland Woods Blvd .#1110 Bonita Springs, FL 34135 239 791 6749

**ARTICLE SEVEN**

**COMMITTEES SECTION 1:**

**EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of a majority of Board of Directors members and may delegate to such a committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and except as may be otherwise be provided by provision of law. By a majority vote the Board of Directors may at any time revoke or modify any or all of the executive authority so delegated, increase, decrease, but not below two (2) the number of members of the Executive committee, and fill vacancies on the Executive committee from members of the Board of Directors. The Executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

**Section 2: Audit Committee**

The Board of Directors shall appoint a committee to audit the accounts of the Corporation. The committee shall report to the Board of Directors at the meeting immediately following the Annual Meeting

### **Section 3: Nominating Committee**

The Board of Directors shall appoint a nominating committee to propose candidates to replace or add Directors or Officers. The nominating committee shall present its slate to the Board of Directors at its meeting immediately preceding the Annual Meeting.

### **Section 4: Other Committees**

The Corporation shall have from time to time such committees as may be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

### **Section 5: Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular and special meetings of the committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such are not inconsistent with provisions of these By-Laws.

## **ARTICLE EIGHT**

### **FINANCIAL ADMINISTRATION, EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

The Board of Directors shall establish the Corporation's fiscal year. The Board of Directors has the authority to open bank accounts and regulate withdrawal there from. Unless otherwise specified, all monies received will be deposited with the Treasurer who will keep all financial records and report at each meeting.

The Board of Directors may authorize committees or persons in charge of special events to make expenditures for related purposes out of monies designated in connection with such activities. Periodically the balance should be passed to the Treasurer accompanied with a statement showing the full amount of receipts and details of disbursements. The Treasurer may make advances to committees or persons when authorized by the Board of Directors.

### **Section 1: Execution of Instruments**

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless duly authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose for any amount.

### **Section 2: Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Corporation shall be signed by the President and the Treasurer. In case of emergency, either signature will suffice. The Treasurer will also be signatory on the accounts.

#### Section 3: Deposits

Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or President may direct.

#### Section 4: Gifts

The Board of Directors may accept on behalf of the Corporation any gift, bequest, or device for the non-profit purposes of this Corporation.

### ARTICLE NINE

#### CORPORATE RECORDS, REPORTS, AND SEAL

##### Section 1: Maintenance of Corporate Records

The Corporation shall keep at the principal office:

- a) Minutes of all meetings of Directors, committees of the Board of Directors and, if this Corporation has members, of all meetings of members indicating the time and place of the holding of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by any membership.
- d) A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

## **Section 2: Corporate Seal**

The Board of Directors may adopt, use and at will alter, a Corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however shall not affect the validity of any such instrument.

## **Section 3: Directors' Inspection Rights**

Every Director shall have the absolute right to inspect and copy all books and documents of every kind and to inspect the physical property of the Corporation and shall have other such rights to inspect the books, records and properties of this Corporation as may be required under the Articles, By-Laws, and other provisions of law.

## **Section 4: Members Inspection Rights**

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

- a) To inspect and copy and record all members names, addresses, and voting rights at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary upon written demand and payment of a reasonable charge to the Secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members of the Board of Directors or committees of the Board of Directors. Upon written demand of the Secretary by the member for a purpose reasonably related to such person's interests as a member

## **Section 5: Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and this right shall include the right to copy and make extracts.

## **Section 6: Periodic Report**

The Board of Directors shall cause any annual or periodic report required under law to be delivered to an office of this state or to the members, if any, of this Corporation to be prepared and delivered within the time limits set by law.

## ARTICLE TEN

### IRS 501(c)(3) TAX EXEMPTION PROVISIONS

#### Section 1: Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these By-Laws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRS or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the IRS.

#### Section 2: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members (if any), Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

#### Section 3: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS and the real estate shall be distributed by the circuit court to the Lee County 2020 program for preservation or some like public purpose Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## ARTICLE ELEVEN

### AMENDMENT OF BY-LAWS

#### Section 1: Amendment

Subject to the power of Directors of this Corporation in accordance with the Articles of Incorporation the By-Laws may be altered, amended, or repealed and new By-Laws adopted by approval of the Board of Directors

INSTR # 2011000276624, Doc Type D, Pages 2, Recorded 12/28/2011 at 08:09 AM,  
Charlie Green, Lee County Clerk of Circuit Court, Deed Doc. D \$0.70 Rec. Fee  
\$18.50 Deputy Clerk JMILLER

18.50 *NEC*  
.70  
19.20

This Document Prepared By and Return to:  
WITHOUT TITLE EXAMINATION BY  
John Jay Watkins, Esquire  
P.O. Box 250  
LaBelle, Florida 33975  
ACTUAL CONSIDERATION: \$1.00

Parcel ID Number: 33-46-25-00-00008.0000

## Quitclaim Deed

This Quitclaim Deed, Made this 22 day of December, 2011 A.D., Between  
BRENDA J. ANDERSON, AS SUCCESSOR TRUSTEE OF THE ELLEN W. PETERSON  
REVOCABLE TRUST AGREEMENT DATED FEBRUARY 3, 2009  
of the County of LEE , State of Florida , grantors, and  
HAPPEHATCHEE CENTER, INC. <sup>\*</sup> , State of Florida , grantees.

whose address is: P.O. BOX 345, ESTERO, FL 33929

of the County of LEE , State of Florida , grantees.

Witnesseth that the GRANTORS, for and in consideration of the sum of

TEN DOLLARS (\$10)

DOLLARS,

and other good and valuable consideration to GRANTORS in hand paid by GRANTEEES, the receipt whereof is hereby acknowledged, have granted, bargained and quitclaimed to the said GRANTEEES and GRANTEEES' heirs, successors and assigns forever, the following described land, situate, lying and being in the County of LEE , State of Florida to wit:

Begin at a point 165 feet East of the Southwest (SW) corner of the Northeast (NE) quarter of the Northeast (NE) quarter of Section 33, Township 46 South, Range 25 East, Lee County, Florida, thence East 165 feet, thence North 1320 feet, thence West 165 feet, thence South 1320 feet to the Point of Beginning.

\*As long as the land and buildings are used for the purposes stated in the By-laws. If the land and buildings are not used for the purpose stated in the By-laws, then the property shall be sold and proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell Jacobs may reside on the property as long as it is used or owned by Happehatchee Center, Inc., as stated above.

EXHIBIT

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Parcel ID Number: 33-46-25-00-00008.0000

In Witness Whereof, the grantors have hereunto set her hands and seals the day and year first above written.

Signed, sealed and delivered in our presence:

John Jay Hartkins  
Witness #1 Signature

Print Name: JOHN JAY HARTKINS

Nancy E. Perkins  
Witness #2 Signature

Print Name: Nancy E. Perkins

STATE OF Florida  
COUNTY OF Hendry

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 2011 by  
BRENDA J. ANDERSON, AS SUCCESSOR TRUSTEE OF THE ELLEN W. PETERSON  
REVOCABLE TRUST AGREEMENT DATED FEBRUARY 3, 2009  
who is personally known to me or who has produced her FLORIDA DRIVER'S LICENSE as identification.

Nancy E. Perkins  
Printed Name: Nancy E. Perkins  
Notary Public  
My Commission Expires:

